

## **RESOLUTION NO. 11-21**

### **RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK AUTHORIZING THE ISSUANCE OF ITS ECONOMIC DEVELOPMENT REVENUE BONDS FOR THE COLBURN SCHOOL IN ONE OR MORE SERIES TO REFINANCE THE COSTS OF THE CONSTRUCTION, EQUIPPING AND FURNISHING OF A PROJECT, PROVIDING THE TERMS AND CONDITIONS FOR THE ISSUANCE OF SUCH BONDS AND OTHER MATTERS RELATING THERETO AND AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS**

WHEREAS, the California Infrastructure and Economic Development Bank (the "Issuer") was established pursuant to the Bergeson-Peace Infrastructure and Economic Development Bank Act (California Government Code Section 63000 and following) (as now in effect and as it may from time to time hereafter be amended or supplemented, the "Act"), for the purpose of, among other things, providing financial assistance for projects located in the State of California;

WHEREAS, The Colburn School, a California nonprofit public benefit corporation (the "Corporation"), has applied for the financial assistance of the Issuer (i) to refund, in whole, the Issuer's Variable Rate Revenue Bonds (The Colburn School) Series 2006A (the "2006A Bonds"), a portion of the proceeds of which were used to finance or refinance the construction, equipping and furnishing of certain improvements to The Colburn School of Performing Arts (the "School"), consisting of an approximately 384,000 square foot facility including a library, performance lab, rehearsal hall, studios, classrooms, practice rooms, a cafeteria, dormitory, outdoor plaza, parking facilities and related and appurtenant facilities (located at 201 South Olive Street, Los Angeles, California) and the renovation, furnishing and equipping of certain facilities within the School (located at 200 South Grand Avenue, Los Angeles, California) (collectively, the "Project") and (ii) to pay the costs of issuance incurred in connection with the issuance and sale of the Bonds (as defined below);

WHEREAS, the Corporation requests that the Issuer issue bonds in one or more series, initially bearing interest at a SIFMA-based index rate mode, to assist in refinancing the Project and for the other purposes specified in the second recital hereto, and has requested that the Issuer authorize the issuance of its California Infrastructure and Economic Development Bank Revenue Bonds (The Colburn School), Series 2011 (the "Bonds"), or such other name or names and with such series designations as may be necessary or desirable to conform to the terms of Bonds to be issued pursuant to the Indenture hereinafter mentioned in Section 2, in an aggregate principal amount not to exceed \$64,925,000;

WHEREAS, the Corporation has represented that it expects to obtain an initial rating on the Bonds of at least "A-" from Standard & Poor's Rating Services, a Standard & Poor's Financial Services LLC business ("S&P");

WHEREAS, approval of the terms of the Bonds and certain documents relating to the

Bonds is now sought; and

WHEREAS, there is now on file with the Secretary of the Board of Directors of the Issuer (the "Secretary") the following:

(a) a proposed form of the Loan Agreement (the "Loan Agreement") to be entered into by and between the Issuer and the Corporation;

(b) a proposed form of the Indenture (the "Indenture") to be entered into between the Issuer and Wells Fargo Bank, National Association, as trustee (the "Trustee");

(c) a proposed form of Bond Purchase Agreement (the "Bond Purchase Agreement") with respect to the Bonds, to be entered into by and among the Issuer, the Treasurer of the State of California (the "Treasurer"), as agent of sale for the Bonds, the Corporation, and Merrill Lynch, Pierce, Fenner & Smith Incorporated (the "Underwriter"); and

(d) a proposed form of Official Statement with respect to the Bonds to be used in connection with the offering and sale of the Bonds;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the California Infrastructure and Economic Development Bank, as follows:

**Section 1.** The form of the Loan Agreement on file with the Secretary is hereby approved. The Executive Director of the Issuer (the "Executive Director"), or the Executive Director's assignee, and the Chair of the Board of Directors of the Issuer (the "Chair"), or the Chair's designee, and each of them acting singly, is hereby authorized and directed, for and on behalf and in the name of the Issuer, to execute by manual or facsimile signature and deliver to the Corporation the Loan Agreement in substantially said form, with such changes and insertions therein as may be necessary or appropriate to cause the same to carry out the intent of this Resolution (this "Resolution") and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by the delivery thereof. The Issuer further authorizes and approves the loan of the proceeds of the Bonds to the Corporation in order to refinance the Project and for the other purposes stated in the second recital hereto pursuant to the terms and provisions of the Loan Agreement.

**Section 2.** The form of Indenture on file with the Secretary is hereby approved. The Executive Director, or the Executive Director's assignee, and the Chair, or the Chair's designee, and each of them acting singly, is hereby authorized and directed, for and on behalf and in the name of the Issuer, to execute by manual or facsimile signature and deliver to the Trustee, and the Secretary is authorized to attest thereto, the Indenture in substantially said form, with such changes and insertions therein as may be necessary or appropriate to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by the delivery thereof. The dated date, maturity date or dates (but in no event later than 35 years from the date of issuance of the Bonds), interest payment dates, methods of determining interest rates, denominations, forms, provisions relating to any credit facility with respect to all or a portion of the Bonds, terms of tender, mandatory purchase and/or redemption and other terms of the Bonds shall be provided in the Indenture, provided that the

maximum interest rate to be borne by any of the Bonds shall be as specified in the Indenture on file with the Secretary prior to this meeting.

**Section 3.** The form of Bond Purchase Agreement on file with the Secretary is hereby approved. The Executive Director, or the Executive Director's assignee, and the Chair, or the Chair's designee, and each of them acting singly, is hereby authorized and directed, for and on behalf and in the name of the Issuer, to execute by manual or facsimile signature and deliver to the Underwriter, the Bond Purchase Agreement in substantially said form, with such changes and insertions therein as may be necessary or appropriate to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by the execution and delivery thereof. The Treasurer, in his capacity as agent of sale for the Issuer, is hereby authorized and requested to sell the Bonds, in one or more series, at any time within one hundred eighty (180) days of the adoption of this Resolution, at negotiated sale, at such prices and at such initial interest rates as he may determine.

**Section 4.** The form of Official Statement on file with the Secretary is hereby approved. The Underwriter is hereby authorized to distribute copies of the Official Statement in connection with the offering of the Bonds with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by delivery thereof to the Underwriter. The final Official Statement in substantially said form, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by delivery thereof to the Underwriter.

**Section 5.** The Issuer approves the issuance of the Bonds in accordance with the terms of, and to be secured by, the Indenture, in an aggregate principal amount not to exceed \$64,925,000, to assist in refinancing the Project and for the other purposes stated in the second recital hereto. Payment of the principal of and premium, if any, and interest on the Bonds shall be made solely from payments made by the Corporation and the other sources expressly provided in the Indenture and the Bonds shall not be deemed to constitute a debt or liability of the Issuer or the State.

**Section 6.** The Executive Director, or the Executive Director's assignee, and the Chair, or the Chair's designee, and each of them, acting singly, is hereby authorized and directed to execute, in the name and on behalf of the Issuer, by manual or facsimile signature, the Bonds in an aggregate principal amount not to exceed the amount authorized hereunder in accordance with the terms of this Resolution and the Indenture and in the form set forth in the Indenture.

**Section 7.** The Bonds, when executed as provided in this Resolution, shall be delivered to the Trustee for authentication by the Trustee pursuant to the Indenture. The Trustee is hereby requested and directed to authenticate the Bonds so delivered by executing the Trustee's certificate of authentication appearing thereon. The Trustee is hereby requested and directed to deliver the Bonds, when duly executed and authenticated, to The Depository Trust Company, New York, New York (the "Depository") on behalf of the purchasers thereof in accordance with written instructions executed on behalf of the Issuer by the Executive Director, the Executive Director's assignee, the Chair or the Chair's designee, which instructions said

officer or official, acting singly, is hereby authorized and directed, for and in the name of and on behalf of the Issuer, to execute and deliver to the Trustee. Such instructions shall provide for the delivery of the Bonds to the Depository, on behalf of the purchasers thereof, upon payment of the purchase price therefor.

**Section 8.** Based upon representations made by the Corporation, the Board of Directors of the Issuer hereby finds and determines that:

- (a) the Project is located in the State;
- (b) the Corporation is capable of meeting its payment obligations under the Loan Agreement, which finding is based in particular on the Corporation's ability to satisfy the requirements imposed by S&P to the issuance of a rating on the Bonds of at least "A-";
- (c) the payments to be made under the Loan Agreement are adequate to pay all current expenses of the Issuer in connection with the Bonds and to make all payments with respect to the Bonds when due; and
- (d) the proposed financing is appropriate for the refinancing of the Project.

**Section 9.** The Executive Director, or the Executive Director's assignee, and the Chair, or the Chair's designee, and each of them, acting singly, is hereby authorized to execute any and all documents, certificates and instruments (including without limitation letters of representations and certifications of authority, a tax certificate and tax forms required by the Internal Revenue Service in connection with the issuance of the Bonds, and other documents necessary or advisable to refund the 2006A Bonds) which such officer or official, acting upon advice of counsel to the Issuer, may deem necessary or appropriate to consummate the issuance, sale and delivery of the Bonds and otherwise to effectuate the purposes of this Resolution.

**Section 10.** All actions heretofore taken by the officers, employees and agents of the Issuer with respect to the approval, issuance and sale of the Bonds are hereby approved, confirmed and ratified. The officers of the Issuer and their authorized assignees, designees, deputies, agents and counsel are hereby authorized and directed, jointly and severally, to perform their duties and to execute and deliver any and all certificates and instruments that they, their counsel or bond counsel to the Issuer may deem necessary or advisable in order to consummate the issuance, sale and delivery of the Bonds and otherwise to effectuate the purposes of this Resolution.

**Section 11.** This Resolution shall take effect immediately upon its adoption; provided that, the authorizations and directions contained in this Resolution shall not be effective until the Executive Director has been provided evidence that the Corporation has obtained an initial rating on the Bonds of at least "A-" from S&P based solely on the credit of the Corporation.

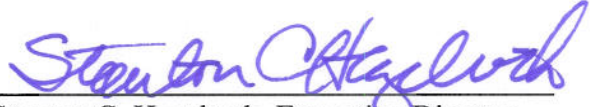
PASSED, APPROVED, AND ADOPTED at a meeting of the Board of Directors of the California Infrastructure and Economic Development Bank on September 27, 2011, by the following vote:

AYES: ROCKWELL, LUJANO, JIMENEZ, ARMSTRONG

NOES: NONE

ABSENT: RICE

ABSTAIN: NONE

By   
Stanton C. Hazelroth, Executive Director

Attest:

By   
Roma Cristia-Plant, Secretary of the Board